FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires:August 31, 1998 Estimated average burden hours per form 16.00

SEC	USE	ONLY	
Prefix			Serial
DATE	RE	CEIVE	D i

03017-2	<u></u>
Name of Offering ([] check if this is an amendment and name has changed, and indica Joint Juice, Inc.: Offering of Promissory Notes to Purchase Series C Convertible Pre	-
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 Type of Filing: [x] New Filing [] Amendment	[] Section 4(6) [] ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ([]) check if this is an amendment and name has changed, and indicate Joint Juice, Inc.	change.)
Address of Executive Offices (Number and Street, City, State, ZIP Code) 3727 Buchanan Street, Suite 300, San Francisco, California, 94123	Telephone Number (Including Area Code) (415) 563-3110
Address of Principal Business Operations (Number and Street, City, State, ZIP Code)	Telephone Number (Including Area Code)
Operations (if different from Executive Offices)	
Same as executive offices.	42
Brief Description of Business	
Food and beverage sales and distribution	RECEIVED COM

Type of Business Organization

[x] corporation

[] limited partnership, already formed [] business trust [] limited partnership, to be formed

[] other (please sp

Month Year

abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

Actual or Estimated Date of Incorporation or Organization: [0][9] [9][9] Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service

[x]Actual []Estim

[C] [A]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond un less the form displays a currently valid OMB control number.

SEC 1972 (2/97) 1 of 8

		•	does the	issuer int		1, to non-	accredited			Yes	No	
inve	estors in	this offer	ing?	· · · · · · · · · · · ·						[]	(x)	
	Answer	also in Ap	pendix, Co	lumn 2, íf	filing un	der ULOE.					•	
What	is the m	inimum inv	restment th	at will be	e accepted	from any i	.ndividual?					
Does	the offe	ring permi	t joint ow	nership of	a single	unit?				Yes (x)	No []	
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXP		
1.	Enter the aggregate offering price of securities included in this	offering and the t	otal amount already sold. Enter "0"
	if answer is "none" or "zero." If the transaction is an exchange	offering, check th	is box [] and indicate in the
	columns below the amounts of the securities offered for exchange	and already exchang	ed.
	_	Aggregate .	Amount Already
		Offering Price	Sold
	Debt		\$0.00
	Equity	\$0.00	\$0.00
	[] Common [] Preferred		
	() Common () III and ()		
	Convertible Securities (including warrants)		
	Partnership Interests	\$ <u>N/A</u>	\$ <u>N/A</u>
	Other (Specify: Promissory Notes to Purchase Series C Conver	tible Preferred Sto	ck and Common Stock)
		\$4,000,000.00	\$2,000,000.00
	Total	\$4,000,000.00	\$2,000,000.00
	Answer also in Appendix, Column 3, if filing under	ULOE.	
		-	
2.	Enter the number of accredited and non-accredited investors who h aggregate dollar amounts of their purchases. For offerings under		
	purchased securities and the aggregate dollar amount of their pur		
	"none" or "zero."		
	none of Belo.		Aggregate
		N. mb a s	
		Number	Dollar Amount
		Investors	of Purchases
	Accredited Investors		\$2,000,000.00
	Non-accredited Investors	0 .	\$0.00
	Total (for filings under Rule 504 only)	N/A	\$ N/A
	·		
	Anguar also in Appendix Column 4 if filing under	III OE	-
	Answer also in Appendix, Column 4, if filing under	OLCE.	
_			
3.	If this filing is for an offering under Rule 504 or 505, enter th		
	issuer, to date, in offerings of the types indicated, in the twel	ve (12) months prio	r to the first sale of securities in
	this offering. Classify securities by type listed in Part C-Ques	tion 1.	
		Type of	Dollar Amount
		Security	Sold
	Rule 505		\$_N/A
	Regulation A		\$ N/A
	-		
	Rule 504	_N/A	\$_N/A
	Total	N/A	\$_N/A
4.	a. Furnish a statement of all expenses in connection with the is	suance and distribu	tion of the securities in this
	offering. Exclude amounts relating solely to organization expens	es of the issuer.	The information may be given as
	subject to future contingencies. If the amount of an expenditure	is not known, furn	ish an estimate and check the box to
	the left of the estimate.		
	1010 01 010 0002		
	Transfer Agent's Fees		[w] 60 00
			[x] \$0.00
	Printing and Engraving Costs		[x] \$0.00
	Legal Fees		[x] \$30,000.00
	Accounting Fees		[x] \$0.00
	Engineering Fees		[x] \$0.00
	Sales Commissions (specify finders' fees separately)		[x] \$0.00
	Other Expenses (identify):		*
			[x] \$0.00
		,	1-1-1
	Total		[x] \$30,000.00
	10ta1		[2] 420,000.00

APPENDIX

1	Intend to sell to non- accredited investors in State (Part B - Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqual- ification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1)	
State	Yes	 No	See Section C	Number of Accredited Investors	Amount	Number of Non-Accred Investors	Amount	Yes	No
AL		х	\$0	0	i i	0	\$0		Х
AK		х	\$0	0	\$0 -	0	\$0		х
AZ		х	\$0	0	\$0	0	\$0		х
AR		х	\$0	0	\$0	0	\$0		х
CA		x	\$4,000,000.00	0	\$0.00	0	\$0		х
co		x	\$0	0	\$0	0	\$0		х
CT		х	\$0	0	\$0	0	\$0		X
DE		х	\$0	0	\$0	0	\$0		х
DC		х	\$0	0	\$0	0	\$0		Х
FL		х	\$0	0	\$0	0	\$0		X
GA		х	\$0	0	\$0	0	\$0		Х
HI		Х	\$0	0	\$0	0	\$0		х
IĎ		х	\$0	0	\$0	0	\$0		Х
IL		x	\$4,000,000.00	1	\$2,000,000.00	0	\$0		х
IN		х	\$0	0	\$0	0	\$0		x
IA.		х	\$0	0	\$0	0	\$0		X
KS		х	\$0	0	\$0	0	\$0		х
KY		Х	\$0	0	\$0	0	\$0		Х
LA		Х	\$0	0	\$0	[0	\$0		х
ME		х	\$0	0	\$0	0	\$0		Х
MD		х	\$0	0	\$0	0	\$0 -		x
MA		X	\$0	0	\$0	0	\$0	ļ	X
MI		х.	\$0 	0	\$0	0	\$0		x
MN		х	\$0	0	\$0	0	\$0		Х
MS		X	\$0	0	\$0	0	\$0		x
МО		X	\$0	0	\$0	0	\$0		X
								1	

APPENDIX

	Intend sell t accred invest in Sta (Part Item :	d to to non- dited tors ate B -	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					5 Disqual- ification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1)	
State	Yes	No	See Section C	Number of Accredited Investors	Amount	Number of Non-Accred Investors	Amount	Yes	No	
MT	- -	х	\$0	0	\$0	0	\$0		Х	
NE		x	\$0	0	\$0 -	0	\$0		х	
NV		х	\$0	0	\$0	0	\$0		x x	
NH		х	\$0	0	\$0	0	\$0		х	
NJ		х	\$0	0	\$0	0	\$0		X	
NM		х	\$0	0	\$0	0	\$0		х	
NY		х	\$0	0	\$0	0	\$0		х	
NC		х	\$0	0	\$0	0	\$0		х	
ND	1	X	\$0	0	\$0	0	\$0		X	
ОН		х	\$0	0	\$0	0	\$0		Х	
ок		x	\$0	0	\$0	0	\$0		X	
OR		х	\$0	Ò	\$0	0	\$0		X	
PA		х	\$0	0	\$0	0	\$0		Χ.	
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sc		х	\$0	0	\$0	0	\$0		Х	
SD		х	\$0	0	\$0	0	\$0		x	
TN		х	\$0	10	\$0	0	\$0		X	
TX		Х	\$0	0	\$0	0	\$0		X	
UT	} 	х	\$0	0	\$0	0	\$0		х	
VT		х	\$0	0	\$0	0	\$0		x	
VA		х	\$0	0	\$0	0	\$0		X	
WA		х	\$0	0	\$0	0	\$0		X	
wv		х	\$0	0	\$0	0	\$0		х	
WI		х	\$0.	0	\$0	0	\$0		Х	
WY		X	\$0	0	\$0	0	\$0		X	
PR		X	\$0	0	\$0	0	\$0		X	
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